

# **The WoodGreen Foundation**

## **BY-LAW NUMBER 2006 - 1**

A by-law relating generally  
to the conduct of the affairs of  
**The WoodGreen Foundation**

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BY-LAW NUMBER 2006-1

A by-law relating generally to the conduct of the affairs of  
***The WoodGreen Foundation***  
(the "Corporation")

**WHEREAS** by Letters Patent issued under the Act and dated the 11th day of March, 2003, the Corporation was incorporated for the following objects:

The objects of the Corporation are to receive or maintain a fund or funds and to use, apply, give, serve, accumulate or distribute from time to time all or part of the fund or funds and/or the income therefrom to charitable activities to be carried on by the Corporation for the purpose of advancing those charitable objects of WoodGreen Community Services (formerly WoodGreen Community Centre of Toronto), including the following:

To encourage, promote, solicit and accept legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever and to receive, manage and invest money and other property and the income or proceeds therefrom.

The Corporation has all of the capacity of a natural person for the purpose of carrying out its objects.

In exercising its powers, the Corporation shall consult with WoodGreen Community Services and take into account WoodGreen Community Services' position on all matters.

**AND WHEREAS** it is considered expedient to enact a General By-Law relating generally to the conduct of the affairs of the Corporation;

**BE IT THEREFORE ENACTED** as a by-law of the Corporation as follows:

1. **INTERPRETATION**

1.1 **Meaning of Words**

In this by-law and all other by-laws and resolutions of the Corporation unless the context otherwise requires:

- 1.1.1 the singular includes the plural;
- 1.1.2 the masculine gender includes the feminine;
- 1.1.3 "Act" means the *Canada Corporations Act*, R.S.C. 1970, Chapter c-32, as amended, and any statute amending or enacted in substitution therefor, from time to time;
- 1.1.4 "Board" means the Board of Directors of the Corporation;
- 1.1.5 "Committee" means any Committee established by the Board pursuant to Article 10;
- 1.1.6 "Corporation" means The WoodGreen Foundation;
- 1.1.7 "Director" means a person who has been elected to the office of Director in accordance with Article 5, or appointed to fill a vacancy in the office of Director in accordance with Section 5.6;
- 1.1.8 "documents", includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings;
- 1.1.9 "Executive Officers" means the persons who hold the offices enumerated in section 9.1;
- 1.1.10 "Special Resolution" means a resolution passed by a majority of the Directors and confirmed with or without variation by at least two-thirds of the votes cast at a special general meeting of the members of the Corporation called for that purpose;

- 1.1.11 "WCS" means WoodGreen Community Services (formerly WoodGreen Community Centre of Toronto), a corporation without share capital incorporated under the laws of Ontario on April 18, 1984.

1.2 Canada Corporations Act Terms

All terms defined in the *Act* have the same meanings in this by-law and all other by-laws and resolutions of the Corporation.

2. HEAD OFFICE

The head office of the Corporation shall be in the City of Toronto, in the Province of Ontario, and at such place therein as the Board may from time to time determine.

3. SEAL

The seal which is impressed in the margin hereon shall be the corporate seal of the Corporation.

4. MEMBERSHIP

4.1 Composition

Membership in the Corporation shall consist of such persons as are from time to time the following, each of whom has consented to act as a member:

- 4.1.1 the members of the Board of Directors of WCS;
- 4.1.2 the Executive Officers of the Corporation; and
- 4.1.3 the President of WCS.

4.2 Classes

There shall be one (1) class of membership in the Corporation.

4.3 Transfer of Membership

Membership in the Corporation is not transferable.

4.4 Termination of Membership

A membership in the Corporation automatically terminates upon the happening of any of the following events:

- 4.4.1 if a member, in writing, resigns as a member of the Corporation;
- 4.4.2 if a member dies; or
- 4.4.3 if a member ceases to hold one of the positions described in section 4.1.

4.5 Liability of Members

Members shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the Corporation or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Corporation.



## 5. BOARD OF DIRECTORS

### 4.2 5.1 Board

The affairs of the Corporation shall be managed by a Board composed of a ~~minimum of five (5) Directors and a maximum of twenty (20) Directors, one (1) of whom~~ <sup>3</sup> shall be an *ex officio* Director as provided in section 5.3. The number of Directors shall be fixed from time to time by Special Resolution. *of the membership*

### 4.3 5.2 Elected Directors

Elected Directors, subject to the provisions of section 5.4, shall be elected in the manner set out in Article 6 each of whom, subject to the provisions of the Letters Patent and the Supplementary Letters Patent, shall hold office until the third annual meeting after election to office or until the successor of the Director has been elected and qualified.

### 4.4 5.3 Ex Officio Director

Subject to the provisions of any by-law creating, or any Special Resolution changing one or both the number and identification of, offices of *ex officio* Directors, the person holding the office of President of WCS shall be *ex officio* a Director of the Corporation.

### 5.4 Qualifications

Each Director shall:

5.4.1 be at least eighteen (18) years of age; and

5.4.2 not be an undischarged bankrupt or a mentally incompetent person.

If a person becomes bankrupt or a mentally incompetent person, the person thereupon ceases to be a Director, and the vacancy so created may be filled in the manner prescribed by section 5.6.

### 4.5 5.5 Quorum

A quorum for the transaction of business at meetings of the Board shall be the smallest whole number that is not less than a majority of the number of members of the Board.

### 4.6 5.6 Vacancies

So long as a quorum of the Directors remains in office, a vacancy on the Board may be filled by the Directors of the Corporation. If no quorum of Directors exists, the remaining Directors shall forthwith call a special general meeting of members to fill the vacancies on the Board.

### 4.7 5.7 Removal of Directors

The members entitled to vote may, by resolution passed by at least two-thirds (2/3) of the votes cast at a special general meeting of which notice specifying the intention to pass the resolution has been given, remove any Director before the expiration of the Director's term of office, and may, by a majority of the votes cast at that meeting, elect any person in the place and stead of the person removed for the remainder of term of the removed Director.

### 4.8 5.8 Remuneration of Directors

4.9 The Directors of the Corporation shall serve without remuneration; provided, however, that Directors shall be entitled to be reimbursed for reasonable expenses incurred in carrying out their duties.

### 4.9 5.9 Responsibility for Acts

The Directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board.

## 6. ELECTION OF THE BOARD

### 6.1 Election in Rotation

Subject to the provisions of the Act, Directors, other than *ex officio* Directors, if any, shall be elected by members entitled to vote and shall retire in rotation.

At the first meeting of members called for the election of Directors following the passage of this By-Law, the Board, other than any *ex officio* Directors, shall be elected in the following manner:

- 6.1.1 one-third (1/3) of the Directors shall be elected for three (3) years;
- 6.1.2 one-third (1/3) of the Directors shall be elected for two (2) years; and
- 6.1.3 one-third (1/3) of the Directors shall be elected for one (1) year.

Subsequently, any Director whose term of office has expired shall then be elected for a term ending at the third annual meeting following the Director's election.

### 6.2 Term of Office

The term of office of Director shall be three (3) years.

### 6.3 Re-Election

A Director, if otherwise qualified, is eligible for election for two (2) consecutive full three (3) year terms and thereafter is not eligible for re-election until a period of at least eleven (11) months has elapsed from the date of retirement of such Director.

Provided however that this section 6.3 shall not apply so as to prevent any person who is an Executive Officer to continue to serve as a Director for the remainder of the traditional cycle, if any, of service in offices then in progress.

### 6.4 Elections

At each annual meeting a number of Directors equal to the number of Directors retiring shall be elected for the term of office established in section 6.2.

### 6.5 Nominations

Candidates for the office of Director shall include:

- 6.5.1 the slate of candidates for office proposed by ~~the~~ Nominating Committee, if any; and
- 6.5.2 the persons whose names are put in nomination by any member entitled to vote at any time before nominations are closed at the meeting of members at which the election of Directors is held.

### 6.6 Election Method

Where:

- 6.6.1 the number of candidates nominated is equal to the number of offices to be filled, the Secretary of the meeting shall cast a single ballot electing that number of candidates for the offices; and
- 6.6.2 the number of candidates nominated is greater than the number of offices to be filled, the election shall be by ballot.

### 6.7 Forms

The Board may prescribe the form of nomination paper and the form of a ballot.



## 7. MEETING OF DIRECTORS

### 7.1 Calling Meetings

Meetings of the Board may be held at any place within ~~or outside~~ <sup>The GTA</sup> the geographic location of the head office, as designated in the notice calling the meeting. Meetings of the Board may be called by the Chair of the Board, the Vice-Chair, the Secretary or any two (2) Directors. <sup>into GTA</sup>

### 7.2 Notice of Meetings

Subject to the provisions of section 7.3, notice of Board meetings shall be given to each Director by one of the following methods:

7.2.1 by telephone, facsimile, email or other electronic method not less than two (2) days before the meeting is to take place; or

7.2.2 by prepaid letter post not less than five (5) days before the meeting is to take place, the giving of which shall be in accordance with Section 17.1.

The statutory declaration of the Secretary or Chair of the Board that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all the Directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

### 7.3 Regular Meetings

The Board may appoint one or more days in each year for regular meetings of the Board at a place and time named; no further notice of the regular meetings need be given. The Board shall hold a meeting within seven (7) days following the annual meeting of the Corporation for the purpose of organization, the election and appointment of officers and the transaction of any other business.

### 7.4 Meetings by Electronic Conference

If all persons who are members of the Board or a Committee (as the case requires) consent thereto generally or in respect of a particular meeting and each has adequate access, such persons may participate in a meeting of the Board or Committee by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a person participating in such a meeting by such means is deemed to be present at the meeting.

*Subj*  
*H*  
Provided that at the outset of each such meeting, and whenever votes are required, the Chair of the meeting shall call roll to establish quorum, and shall, whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality, unless a majority of the persons present at such meeting otherwise require, adjourn the meeting to a predetermined date, time and place.

### 7.5 Voting

At all meetings of the Board, each Director, including an *ex officio* Director, shall be entitled to one (1) vote for each matter brought before the Board. Questions arising at any meeting of the Board shall be decided by a majority vote. In the case of an equality of votes, the question shall be deemed to have been lost. At all meetings of the Board, every question shall be decided by a show of hands unless a poll on the question is required by the Chair or requested by any Director. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

## 8. MEETINGS OF THE MEMBERS

### 8.1 Annual Meeting

The annual meeting of the members shall be held each year within ~~or outside~~ <sup>The GTA</sup> the geographical location of the head office, at a time, place and date determined by the Board, for the purpose of:

- 8.1.1 hearing and receiving the reports and statements required by the *Act* to be read at and laid before the Corporation at an annual meeting;
- 8.1.2 electing such Directors as are to be elected at such annual meeting;
- 8.1.3 appointing the auditor and fixing or authorizing the Board to fix the remuneration therefor; and
- 8.1.4 the transaction of any other business properly brought before the meeting.

## 8.2 Meetings by Electronic Conference

If all persons who are members entitled to vote consent thereto generally or in respect of a particular meeting and each has adequate access, such persons may participate in a meeting of members by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a person participating in such a meeting by such means is deemed to be present at the meeting.

Provided that at the outset of each such meeting, and whenever votes are required, the Chair of the meeting shall call roll to establish quorum, and shall, whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality, unless a majority of the persons present at such meeting otherwise require, adjourn the meeting to a predetermined date, time and place.

## 8.3 Special General Meeting

The Board may at any time call a special general meeting of members for the transaction of any business, the general nature of which is specified in the notice calling the meeting. A special general meeting of members may also be called by the Directors or the Chair of the Board upon the written requisition of the minimum of twenty percent (20%) of the members entitled to vote.

## 8.4 Notice of Meetings

Notice of the time, place and date of meetings of members and the general nature of the business to be transacted shall be given at least ten (10) days before the date of the meeting to each member (and in the case of an annual meeting to the auditor of the Corporation) by sending the notice by any one of the methods set out in Section 17.1.

## 8.5 Quorum

A quorum for the transaction of business at meetings of the members shall be the smallest whole number that is not less than a majority of all of the members of the Corporation entitled to vote, and present in person or represented by proxy (with at least two persons present in person), and no business shall be transacted at any meeting unless the requisite quorum is present at the commencement of such business;

### 8.5.1 Provided however that where:

- 8.5.1.1 less than a majority, but two (2) or more, persons are present in person after one-half hour after the commencement time specified in the notice calling the meeting of members; and
- 8.5.1.2 the business transacted is limited to the selection of a Chair and a Secretary for the meeting, the recording of the names of those present, and the passing of a motion to adjourn the meeting with or without specifying a date, time and place for the resumption of the meeting,

then two (2) persons present in person constitute a quorum.

### 8.5.2 Provided further that at the meeting at the date, time and place specified in the motion to adjourn referred to in subsection 8.5.1.2, the numbers of persons present required for quorum shall be divided by two.



## 8.6 Voting by Members

Unless otherwise required by the provisions of the Act or the by-laws of the Corporation, all questions proposed for consideration at a meeting of members shall be determined by a majority of the votes cast by members entitled to vote. ~~In the case of an equality of votes, the question shall be deemed to have been lost.~~

## 8.7 Proxies

Every member entitled to vote at meetings of members may by means of a proxy appoint a person who must also be a member, as nominee for the member, to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy. A proxy shall be in writing, shall be executed by the member entitled to vote or the attorney of the member authorized in writing, and ceases to be valid one year from its date. Subject to the requirements of the Act, a proxy may be in such form as the Board from time to time prescribes or in such other form as the Chair of the meeting may accept as sufficient, and shall be deposited with the Secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe.

## 8.8 Show of Hands

At all meetings of members, every question shall be decided by a show of hands unless otherwise required by a by-law of the Corporation or unless a poll is required by the Chair or requested by any member entitled to vote. Upon a show of hands, every member entitled to vote, or proxyholder for a member entitled to vote, present in person shall have one (1) vote. Whenever a vote by show of hands has been taken upon a question, unless a poll is requested, a declaration by the Chair that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

## 8.9 Chair

In the absence of the Chair of the Board or the Vice-Chair, the members entitled to vote present at any meeting of members shall choose another person as Chair for that meeting.

## 8.10 Polls

If at any meeting a poll is requested on the election of a Chair or on the question of adjournment, it must be taken forthwith without adjournment. If a poll is requested on any other question, it shall be taken in the manner and either at once or later at the meeting or after adjournment as the Chair directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was requested. A request for a poll may be withdrawn at any time prior to the taking of the poll.

## 8.11 Adjournments

Any meeting of members may be adjourned to any time and from time to time, and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. No notice is required of any adjourned meeting.

# 9. OFFICERS

## 9.1 Executive Officers

There shall be the following Executive Officers:

- 9.1.1 a Chair of the Board, one Vice-Chair, a Secretary and a Treasurer;
- 9.1.2 the Chair of the Board shall be elected by the members following the election of Directors at the annual meeting and shall be elected from among the Directors;
- 9.1.3 the remaining Executive Officers shall be appointed by and from the Board at the first meeting of the Board following the annual meeting;
- 9.1.4 all Executive Officers shall hold office for a term of one (1) year and shall be eligible for re-election or re-appointment, as applicable;



9.1.5 the Executive Officers shall not be entitled to remuneration for acting as such, but shall be entitled to be compensated for reasonable expenses incurred in carrying out their duties.

Additional Executive Officers may only be added by an amendment to this by-law.

9.2 Duties of the Chair of the Board

The Chair of the Board shall, when present, preside at all meetings of the Board and members. The Chair of the Board shall sign all documents requiring the signature of that office, and have the other powers and duties from time to time prescribed by the Board or incident to the office. In the event that there shall be no Executive Director in office, the Chair of the Board shall carry out or delegate those duties.

9.3 Duties of the Vice-Chair

During the absence or inability of the Chair of the Board to act, the duties and powers of the Chair of the Board may be exercised by the Vice-Chair. If the Vice-Chair exercises any of those duties or powers, the absence or inability of the Chair of the Board to act shall be presumed with reference thereto. The Vice-Chair shall also perform the other duties from time to time prescribed by the Board or incident to the office.

9.4 Secretary

The Secretary shall act as Secretary of each meeting of the Corporation, the Board (or delegate those duties to another person); shall attend all meetings of the Board and members to record all facts and minutes of those proceedings in the books kept for that purpose; shall give all notices required to be given to members and to Directors; shall be the custodian of the corporate seal of the Corporation, if any, and of all books, papers, records, correspondence and documents belonging to the Corporation; and shall perform the other duties from time to time prescribed by the Board or incident to the office.

9.5 Treasurer

The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account; shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in the bank or banks from time to time designated by the Board (or delegate these duties to another person); shall disburse the funds of the Corporation under the direction of the Board, taking proper vouchers therefor; shall render to the Board, whenever required, an account of all transactions as Treasurer and of the financial position of the Corporation; shall co-operate with the auditors of the Corporation during any audit of the accounts of the Corporation; and shall perform the other duties from time to time prescribed by the Board or incident to the office.

9.6 Executive Director

The Board shall appoint an Executive Director who shall be the chief executive officer of the Corporation, and who shall, subject to the direction of the Board and/or the Chair of the Board, supervise and control the operations of the Corporation. The Executive Director shall have the right to receive notice of, to attend, to speak (but not to vote) at all meetings of the Board, any Committee of the Board and the members of the Corporation, except those meetings at which the terms of employment, discipline or discharge of the Executive Director are discussed.

9.7 Board Appoint Other Officers

The Board may from time to time appoint such other officers as it considers expedient, to hold office at the pleasure of the Board, the duties and remuneration of whom shall be such as the terms of their engagement call for or the Board prescribes. Such other officers appointed shall not be Executive Officers for purposes of paragraph 1.1.9 of this by-law.

9.8 Removal from Office

Any officer, other than the Chair of the Board, may be removed and replaced by resolution of the Board at a meeting of which notice of intention to present such resolution has been given to all Directors. The Chair of the Board may be removed and replaced by the members at a meeting of which notice of intention to present such resolution has been given to all members and to the Board of Directors.



## 10. COMMITTEES

### 10.1 Standing Committees

There shall be such Standing Committees and for such purposes as the Board may determine from time to time by resolution.

### 10.2 Combined and Inactive Committees

From time to time by resolution the Board may combine the work of two or more Standing Committees under such name as the Board shall select; and may permit any Standing Committee to be inactive.

### 10.3 Ad Hoc Committees

There may be such Ad Hoc Committees and for such purposes as the Board may determine from time to time by resolution. The existence of each such Ad Hoc Committee shall be terminated automatically upon:

- 10.3.1 the delivery of its report;
- 10.3.2 the completion of its assigned task;
- 10.3.3 a change in the membership of the Board; or
- 10.3.4 a resolution to that effect of the Board;

whichever first occurs.

- 10.3.5 Provided however that, in the case of termination pursuant to subsection 10.3.2, the Board may by resolution continue such Ad Hoc Committee.

### 10.4 Rules Governing Committees

Except as otherwise provided by by-law of the Corporation, all Committees are subject to the following:

- 10.4.1 the Chair and members shall be appointed by the Board from among the members of the Corporation who are qualified to hold office;
- 10.4.2 at least one member of the Board shall be appointed to serve on each Committee;
- 10.4.3 in addition to the members of a Committee appointed pursuant to subsection 10.4.1, the Board may appoint to any Committee, persons who are not members of the Corporation who are qualified to hold office and the Board may determine the total number of persons to be on the Committee and how many need be members of the Corporation;
- 10.4.4 a member of a Committee shall serve for a term ending at the annual meeting of members following appointment, and is eligible for reappointment for one or more additional terms;
- 10.4.5 each Committee shall meet at least annually, and more frequently at the will of its Chair or as required by its terms of reference, and as requested by the Board;
- 10.4.6 each Committee shall be responsible to, and report after each meeting to the Board;
- 10.4.7 subject to any rules established by the Board, each Committee may establish its own rules of procedure and may appoint subcommittees.

## 11. PROTECTION OF DIRECTORS AND OFFICERS

### 11.1 Directors and Officers Liability Exclusion

Absent the failure to act honestly and in good faith in the performance of the duties of office, and save as may be otherwise provided in any legislation or law, no present or past Director or officer of the Corporation shall be personally liable for any loss or damage or expense to the Corporation arising out of the acts (including wilful, negligent and accidental conduct), receipts, neglects, omissions or defaults of such Director or officer or of any other Director or officer or employee, servant, agent, volunteer or independent contractor arising from any of the following.

- 11.1.1 insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation;
- 11.1.2 insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested;
- 11.1.3 loss or damage arising from the bankruptcy or insolvency of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited;
- 11.1.4 loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the Corporation;
- 11.1.5 loss, damage or misfortune whatever which may occur in the execution of the duties of the Director's or officer's respective office or trust or in relation thereto; and
- 11.1.6 loss or damage arising from any wilful act, assault, act of negligence, breach of fiduciary or other duty or failure to render aid of any sort.

## 11.2 Pre-Indemnity Considerations

Before giving approval to the indemnities provided in section 11.3 herein, or purchasing insurance provided in section 11.4 herein, the Board shall consider:

- 11.2.1 the degree of risk to which the Director or officer is or may be exposed;
- 11.2.2 whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance;
- 11.2.3 whether the amount or cost of the insurance is reasonable in relation to the risk;
- 11.2.4 whether the cost of the insurance is reasonable in relation to the revenue available; and
- 11.2.5 whether it advances the administration and management of the property to give the indemnity or purchase the insurance.

## 11.3 Indemnification of Directors and Officers

Every person, (including their respective heirs, executors and administrators, estate, successors and assigns) who:

- 11.3.1 is a Director; or,
- 11.3.2 is an officer of the Corporation; or
- 11.3.3 is a member of a Committee; or
- 11.3.4 has undertaken, or, with the direction of the Corporation is about to undertake, any liability on behalf of the Corporation or any Corporation controlled by the Corporation, whether in the person's personal capacity or as a director or officer or employee or volunteer of such corporation;

shall, upon approval of the Board from time to time, be indemnified and saved harmless (including, for greater certainty, the right to receive the first dollar payout, and without deduction or any co-payment requirement) out of the funds of the Corporation, from and against all costs, charges and expenses which such person sustains or incurs:

- 11.3.5 in or in relation to any demand, action, suit or proceeding which is brought, commenced or prosecuted against such person in respect of any act, deed, matter or thing whatsoever, made, done or permitted or not permitted by such person, in or in relation to the execution of the duties of such office or in respect of any such liability; or,
- 11.3.6 in relation to the affairs of the Corporation generally,

save and except such costs, charges or expenses as are occasioned by the failure of such person to act honestly and in good faith in the performance of the duties of office, or by other wilful neglect or default.



The Corporation shall also, upon approval by the Board from time to time, indemnify any such person, firm or corporation in such other circumstances as any legislation or laws permit or require.

Nothing in this By-Law shall limit the right of any person, firm or corporation entitled to indemnity to claim indemnity apart from the provisions of this By-Law to the extent permitted by any legislation or law.

#### 11.4 Insurance

The Corporation shall purchase and maintain appropriate liability insurance for the benefit of the Corporation and each person acting or having previously acted in the capacity of a Director, officer or any other capacity at the request of or on behalf of the Corporation, which insurance may include:

11.4.1 property and public liability insurance;

11.4.2 Directors' and officers' insurance; and

11.4.3 such other insurance as the Board sees fit from time to time;

with coverage limits and with insurers deemed appropriate by the Board from time to time.

No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of the Corporation.

It shall be the obligation of any person seeking insurance coverage or indemnity from the Corporation to co-operate fully with the Corporation in the defence of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Corporation.

#### 12. EXECUTION OF DOCUMENTS

##### 12.1 Cheques, Drafts, Notes, Etc

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the officer or officers or person or persons and in the manner from time to time prescribed by the Board. *Treasurer and one other*

##### 12.2 Execution of Documents

Documents requiring execution by the Corporation may be signed by any two of the Chair of the Board, Vice-Chair, Secretary, Treasurer or Executive Director, and all documents so signed are binding upon the Corporation without any further authorization or formality. The Board may from time to time appoint any officer or officers or any person or persons on behalf of the Corporation, either to sign documents generally or to sign specific documents. The corporate seal of the Corporation shall, when required, be affixed to documents executed in accordance with the foregoing. ✓

##### 12.3 Books and Records

The Board shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute are regularly and properly kept. ✓

#### 13. BANKING ARRANGEMENTS

##### 13.1 Board Designate Bankers

The Board shall designate, by resolution, the officers and other persons authorized to transact the banking business of the Corporation, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the Corporation's banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to, ✓

13.1.1 operate the Corporation's accounts with the banker;

- 13.1.2 make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- 13.1.3 issue receipts for and orders relating to any property of the Corporation;
- 13.1.4 execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
- 13.1.5 authorize any officer of the banker to do any act or thing on the Corporation behalf to facilitate the banking business.

#### 13.2 Deposit of Securities

The securities of the Corporation shall be deposited for safe keeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

### 14. BORROWING BY THE CORPORATION

#### 14.1 General Borrowing Authority

Subject to the limitations set out in the by-laws or in the Letters Patent or Supplementary Letters Patent of the Corporation, the Board may:

- 14.1.1 borrow money upon the credit of the Corporation;
- 14.1.2 limit or increase the amount to be borrowed;
- 14.1.3 issue debentures or other securities of the Corporation;
- 14.1.4 pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
- 14.1.5 secure any such debentures, or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

#### 14.2 Specific Borrowing Authority

From time to time the Board may authorize any Director or officer of the Corporation to make arrangements with reference to the money so borrowed or to be borrowed and as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

### 15. FINANCIAL YEAR

#### 15.1 Financial Year Determined

The financial year of the Corporation shall terminate on the 31st day of March in each year or on such other date as the Board may from time to time by resolution determine.

### 16. AUDITOR

#### 16.1 Annual Appointment

The members of the Corporation at each annual meeting shall appoint one or more auditors (none of whom shall be a Director, officer or employee of the Corporation unless the appointment is approved by all of the



members entitled to vote), to audit the accounts (including the financial statements) of the Corporation and to report thereon to members at the annual meeting, to hold office until the close of the next annual meeting, and, if an appointment is not so made, the auditor in office continues in office until a successor is appointed. ✓

#### 16.2 Notice of Intention to Nominate

A person, other than a retiring auditor, is not capable of being appointed auditor at an annual meeting unless notice in writing of an intention to nominate that person to the office of auditor has been given by a member not less than fourteen (14) days before the annual meeting; and the member shall send a copy of any such notice to the retiring auditor and to the person it is intended to nominate, and shall give notice thereof to the members, either by advertisement or by notice in the manner set out in Article 17, not less than seven (7) days before the annual meeting. ✓

#### 16.3 Vacancy in the Office of Auditor

The Board may fill any casual vacancy in the office of auditor, but while the vacancy continues the surviving or continuing auditor, if any, may act. ✓

#### 16.4 Removal of Auditor

The members, by a resolution passed by at least two-thirds (2/3) of the votes cast at a special general meeting of which notice specifying the intention to pass such resolution was given, may remove any auditor before the expiration of the term of office of the auditor, and shall by a majority of the votes cast at that meeting appoint another auditor in the place and stead of such person for the remainder of the term. ✓

#### 16.5 Remuneration of Auditor

The remuneration of an auditor appointed by the members shall be fixed by the members, or by the Board if authorized to do so by the members, and the remuneration of an auditor appointed by the Board shall be fixed by the Board. ✓

### 17. NOTICE

#### 17.1 Method of Notice

Except where otherwise provided in this By-law, notice shall be validly given if given by telephone, or if in writing: ✓

- 17.1.1 by prepaid letter post;
- 17.1.2 by facsimile;
- 17.1.3 by e-mail; or
- 17.1.4 by other electronic method.

addressed to the person for whom intended at the last address shown on the Corporation's records; or in lieu of the foregoing whenever the number of members is not less than one hundred (100);

- 17.1.5 by posting such notice on the Web Site maintained by the Corporation.

Any such notice shall be deemed given:

- 17.1.6 in the case of telephone, at the time of the telephone call;
- 17.1.7 in the case of letter post, on the third day after mailing;
- 17.1.8 in the case of posting on the Web Site, on the date of posting; and
- 17.1.9 in all other cases, when transmitted.

#### 17.2 Computation of Time

In computing the date when notice must be given under any provision of the by-laws requiring a specified number of days' notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, not included. ✓

*the Board will determine the appropriate method of notification*

*See 67.1*

### 17.3 Omissions and Errors

The accidental omission to give notice of any meeting of the Board, a Committee or members or the non-receipt of any notice by any Director or member or by the auditor of the Corporation or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any Director, member or the auditor of the Corporation may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

## 18. BY-LAWS AND AMENDMENTS, ETC.

### 18.1 Requirements for Amendment of By-Laws

By-laws of the Corporation may be amended, repealed, altered, or added to by by-law enacted by a majority of the Board at a meeting of the Board and sanctioned by at least two thirds (2/3) of the votes cast at a meeting of the members duly called for the purpose of considering the said by-law.

18.1.1 Provided that no such repeal, amendment, alteration or addition to the By-laws shall affect anything theretofore done under or pursuant to the By-laws;

18.1.2 Provided further that the enactment, repeal, amendment, alteration or addition of or to such by-law shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

### 18.2 Additional Requirements for By-law Amendment

In addition to the provisions of Section 18.1, no by-law amendment shall be effective unless there is compliance with the following:

18.2.1 the proposed amendment is delivered to the Head Office of the Corporation at least fifty (50) days prior to any meeting of members;

18.2.2 the Corporation notifies each member entitled to vote on such proposed amendment(s) not less than twenty-one (21) days prior to the meeting of members.

### 18.3 By Whom By-law Amendments Proposed

By-law amendments may be proposed by any member entitled to vote.

## 19. REPEAL OF PRIOR BY-LAWS

### 19.1 Repeal

Subject to the provisions of sections 19.2 and 19.3 hereof, all prior by-laws, resolutions and other enactments of the Corporation heretofore enacted or made are repealed.

### 19.2 Exception

The provisions of section 19.1 shall not extend to any by-law or resolution heretofore enacted for the purpose of providing to the Board the power or authority to borrow.

### 19.3 Proviso

Provided however that the repeal of prior by-laws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed by-law, resolution or other enactment.

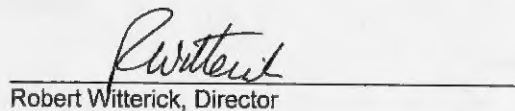


**20. EFFECTIVE DATE****20.1 Effective Date**

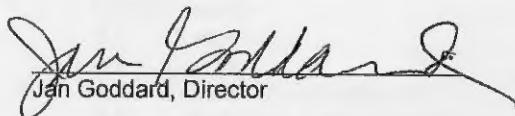
This By-law shall become effective after it has been sanctioned by at least two-thirds (2/3) of the votes cast at a meeting of members duly called for the purpose of considering the said by-law, and after the approval of the Minister of Industry has been obtained.

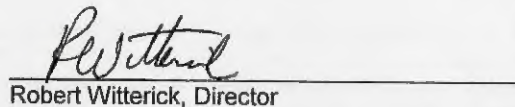
**ENACTED** by the Directors as a By-Law of the *The WoodGreen Foundation* and sealed with the corporate seal this 27<sup>th</sup> day of April, 2006.

  
Jan Goddard, Director

  
Robert Witterick, Director

**CONFIRMED** by the Members in accordance with the *Canada Corporations Act* on the 27<sup>th</sup> day of April, 2006.

  
Jan Goddard, Director

  
Robert Witterick, Director

**APPROVED** by the Minister of Industry on the 18 day of May, 2006.